

Subject: Re: Westchester Sunday Farmer's Market (WSFM) Organization Structure

From: Donald Duckworth <duckworth.donald@gmail.com>

Date: 04/29/2016 06:01 PM

To: Cynthia Rogers <westchester.cfm@gmail.com>

CC: Miki Payne <Miki@hbdrollinger.com>, Les Watt <les@blacktievalet.com>, Edgar Saenz <edgar.allen.saenz@gmail.com>

BCC: Donald R Duckworth <duckworth.donald@gmail.com>

Thanks all.

Here's the glitch Cynthia. The non-profit 501c3 is formed when the State returns our Articles of Incorporation to us. Usually about a week or so. At that point we have a bouncing baby 501c3, genuine non-profit corporation. Whether or not your 501c3 is "tax exempt" is another question and we will have to wait for that good news until we get our IRS letter. In the meantime, the WSFM is up and running as a non-profit entity. Make sense?

On Fri, Apr 29, 2016 at 8:42 AM, Cynthia Rogers <westchester.cfm@gmail.com> wrote:

Hi all,

Just wanted to thank everyone for meeting up and walking through some of the more unfun steps. Miki - I'll send you a separate email for your pop bookstore which I think will work well as the centerpiece for the craft section. Don - if I could get one big wish ..it would be to have clean street on board (working with Gilbert and his crew has been a pleasure over in Manhattan - professional, reliable, and it's turn key ...they know what it takes to set up and break down a farmers' market). Marketing and all the other goodies, will be incoming as we proceed.

For the big picture entity development, on my end - only piece I'll need is "proof of nonprofit status" from the sponsoring organization which we need for filing. Attached is Vitalization's example which is similar to what I used on the Manhattan front, it's a letter from IRS that shows the entity has been granted non-profit status. I'm new to the filing of 501c3's but have found the first half - filing with the state to incorporate, and processing to get your EIN number to be fairly quick but the second half (filing with IRS) less so. 4 to 6 weeks with a quick style filing. All up though, I don't know with certainty as to the time schedule and filing procedures but thought I should toss that out there just to be on the safe. Maybe thou, it's closer to 4 weeks and once we file w the City Street Closure's department we can expedite their general 45 day turn around rule.

k, thanks again as to all - Don/Miki, I'll be around whenever to help with the petition (you mentioned Thursday next week as a possibility, I'll check in and

see if that works) - my schedule is pretty flexible with Monday, Thursday and Friday afternoons being generally open (althou if it's a Friday afternoon then we'll need to jump into Truxton's Happy Hour! just saying :)),

Catch you all soon,

Best,

Cynthia

----- Forwarded message -----

From: **Donald Duckworth** <duckworth.donald@gmail.com>

Date: Fri, Apr 29, 2016 at 6:14 AM

Subject: Re: Westchester Sunday Farmer's Market (WSFM) Organization Structure

To: Edgar Saenz <edgar.allen.saenz@gmail.com>

Cc: Les Watt <les@blacktievalet.com>, miki@drollingerproperties.com,

Cynthia Rogers <westchester.cfm@gmail.com>, Cynthia Rogers

<cynthia.rogers01@gmail.com>

Thank you Edgar! On reflection, I was seeing us doing a lot of unnecessary work, that would have to be re-done, and which would not provide the proper structure or protections for either party, when doing it right the first time was relatively easy. A new 501c3 would be the solution.

On Fri, Apr 29, 2016 at 5:58 AM, Edgar Saenz <edgar.allen.saenz@gmail.com> wrote:

Hi Donald,

I am fine with a corporate structure, 501c3, for WSFM. I assume Les is too. I'll be on a short trip, returning Monday. I can begin the application on my return. No need to lose sleep!

Have a great weekend,
Edgar

On Thu, Apr 28, 2016 at 10:54 PM, Donald Duckworth <duckworth.donald@gmail.com> wrote:

Our discussion this afternoon of the 501c3 structure for the new WSFM has left me unsettled enough that sleep will not come until this email is sent. And that unsettledness is deteriorating as the time to reflect lengthens.

The last time I organized a 501c3, it was through Legal Zoom and the cost was about \$900. The needed articles of incorporation, "bylaws", name reservation, State filing, etc were all provided. They might even provide expedited, "next day" service for an extra fee. Their standard turn around time is within a relatively short period, a week or so, as I recall. Thus we will have the proper names, etc to allow proper licensing, permitting, insurance coverage, liability protections, and a fire wall protecting WVC and WTC BID.

We should NOT proceed with continued formation of WSFM in an unclear manner.

If we can't all agree here, let's STOP filing any more applications, licenses, etc. until we can meet again and resolve this issue. Better to delay than to commit such significant errors.

Edgar, can you go on Legal Zoom tomorrow? These costs will be reimbursed from WSFM.

Thanks to all for your consideration. Let me know your thoughts.

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Wills Trusts & Probate

Law Office of Edgar Saenz

8921 S. Sepulveda Blvd., Ste. 101

Los Angeles, CA 90045

www.edgarsaenz.com

[\(310\) 417-9900](tel:(310)417-9900)

Fax: [\(310\) 882-5472](tel:(310)882-5472)

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Cynthia Rogers
Westchester Farmers' Market
Operations & Market Management
[\(310\) 936-9060](tel:(310)936-9060)